

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8877 • 1-800-342-8062 • Fax (904) 222-1222

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Wrapster's L.C.

[Signature]

Signature

Requested by:

DR 6/6 9:20

Name

Date

Time

Walk-In

Will Pick Up

Art of Inc. File *Organization*

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Name Reservation

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC Filing

UCC Filing Search

UCC Filing Retrieval

Complet

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97 JUN -6 PM 3:40
TALLAHASSEE, FLORIDA

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97 JUN -6 AM 10:12
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

ARTICLES OF ORGANIZATION OF WRAPSTER'S, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be WRAPSTER'S, L.C., and its principal office shall be located at 9180 Glades Road, in the City of Boca Raton, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and

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TALLAHASSEE FLORIDA

carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles an otherwise granted or permitted by law, while acting as agent nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be guarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows: Thomas Metzger, whose address is 10764 Maple Chase Drive, Boca Raton, Florida 33498, and Clyde E. Culp, whose address is 1829 Hidden Point Road, Annapolis, Maryland 21401.

**ARTICLE V
MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

**ARTICLE VI
CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two (2) members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

**ARTICLE VII
PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows: 50% to Clyde E. Culp and 50% to Thomas Metzger. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being June 6, 1997.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the member in following shares: 50% to Clyde E. Culp and 50% to Thomas Metzger.

**ARTICLE VIII
DURATION**

This limited liability company shall have perpetual existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 9180 Glades Road, City of Boca Raton, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is Thomas Metzger.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of WRAPSTER'S, L.C.

Executed by the undersigned at Boca Raton on June 5, 1997



THOMAS METZGER

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

State of Florida)
) ss:
County of Palm Beach)

In compliance with FS 608.407(2), the undersigned member or authorized representative of a member of WRAPSTER'S, L.C., deposes and says:

1. The limited liability company identified above has at least two members.

2. The total amount of cash initially contributed by the members is \$1,000.00.

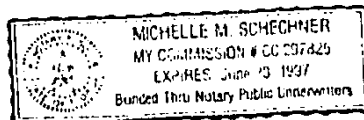
3. If any, the agreed value of property and services other than cash contributed by the members is currently none. A description of the property is attached as Exhibit _____ and made a part of this affidavit.

4. The total amount of cash or property anticipated to be contributed by the members is not to exceed \$50,000.00 for each member. This total includes the amounts from 2 and 3 above.


THOMAS METZGER

The foregoing instrument was acknowledged before me this 5 day of June, 19 97, by Thomas Metzger, on behalf of WRAPSTER'S, a limited liability company. He is personally known to me or has produced Florida Driver License as identification.


Notary Public, State of Florida at Large



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CLERK OF STATE
TALLAHASSEE FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida)
) ss:
County of Palm Beach)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Wrapster's L.C.

The name of the registered agent for Wrapster's L.C. is Thomas Metzger and the street address of the company's principal office where the agent is located is 9180 Glades Road, Boca Raton, Florida.

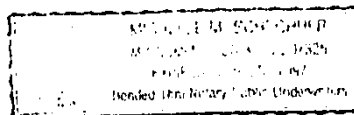
This statement is to acknowledge that, as indicated above, Wrapster's L.C. has appointed me, Thomas Metzger, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 5, 1997

Thomas E. Metzger
Thomas Metzger

The foregoing instrument was acknowledged before me this 5 day of June, 1997 by Thomas Metzger, agent on behalf of Wrapster's L.C., a limited liability company. He is personally known to me or has produced FL Driver License as identification.

Michelle M. Schock
Notary Public
State of Florida



STATE OF FLORIDA
TALLAHASSEE
FLORIDA

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